

**BLB LIMITED****CIN: L67120DL1981PLC354823****Regd. Office: H. No. 4760-61/23, 3<sup>rd</sup> Floor, Ansari Road, Daryaganj, New Delhi - 110002****Website: www.blblimited.com; E-mail: infobl@blblimited.com; Tel: 011 49325600****NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT 11:30 A.M. (IST) ON MONDAY, AUGUST 18, 2025 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolutions**:

- 1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 including the Auditors Report thereon and Directors' Report.**

**"RESOLVED THAT** audited Financial Statements of the Company for the financial year ended March 31, 2025 including Balance Sheet as on March 31, 2025, Statement of Profit and Loss for the year ended and Cash Flow Statement for the year ended on that date along with Independent Auditors' Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

- 2. To appoint a Director in place of Sh. Anshul Mehra (DIN: 00014049) who retires by rotation and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sh. Anshul Mehra (DIN: 00014049) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESSES:-**

- 3. To consider and approve the appointment of Sh. Deepak Shrivastava (DIN: 07231480) as a Non-Executive Director of the Company.**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Sh. Deepak Shrivastava (DIN:07231480), who based on the recommendation of the Nomination and Remuneration Committee was appointed by the Board of Directors as an Additional (Non-Executive) Director with effect from May 20, 2025 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Act, and being eligible, and in respect of whom the Company has also received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company and that he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

**4. To consider and approve the appointment of Sh. Dinesh Rajvanshi (DIN: 11195148) as an Independent Director of the Company.**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee in terms of Nomination and Remuneration policy and the Board of Directors and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and SEBI (LODR) Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for appointment, Sh. Dinesh Rajvanshi (DIN: 11195148) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years (5) from August 18, 2025 till August 17, 2030.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**5. To consider and approve the appointment of M/s. Meenu S. & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. Meenu S. & Associates, (FRN: S2021UP805000) (Peer Review Certificate No. 2613/2022), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive financial years commencing from April 01, 2025 till March 31, 2030, at a remuneration of Rs. 1,50,000./- (Rupees One Lac Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, for the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors, based on the recommendation of the Audit Committee, be and is hereby authorised to finalize the other terms and conditions for the entire term of the said Secretarial Auditors including remuneration of the Secretarial Auditors for the remaining tenure.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Board (including the Audit Committee or any other person(s) authorised by the Board in this regard), be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem

necessary or desirable for such purpose including but not limited to determination of roles and responsibilities/ scope of work of the Secretarial Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company."

## 6. To consider and approve amendment in Articles of Association of the Company

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations, guidelines, the approval of the members of the Company be and is hereby accorded to approve the altered/ amended Articles of Association by substituting the existing Article 78(b) and Article 81 with the following new Article 78(b) and Article 81, as reproduced below:

### **Article 78(b)**

*The managing Director or the Managing Directors, or whole-time Director or whole-time Directors, while he or they continue to hold that office shall, subject to the provisions of the Act, be Directors, whose period of office is liable to determination by retirement by rotation but he or they shall ipso- facto cease to be Managing Director or Managing Directors or whole-time Director or whole-time Directors if he or they cease to hold office of a Director for any cause. For the purpose of this Article a Managing or whole-time Director shall not be understood to have ceased to hold office of Managing or whole-time Director if, being required to retire as a Director he retires and is re-appointed.*

### **Article 81**

*Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.*

*The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution."

## 7. To consider and approve amendment to the terms of appointment of Sh. Anshul Mehra (DIN: 00014049) Executive Director of the Company

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification to the special resolution (item no. 5) passed by the members of Company in the 43<sup>rd</sup> Annual General Meeting held on September 26, 2024 and in terms of provisions

contained in Sections 152, 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder and SEBI (LODR) Regulations, 2015, including any statutory modifications or re-enactment thereof, and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company in their meeting held on July 22, 2025 and Articles of Association of the Company, the terms of appointment of Sh. Anshul Mehra (DIN: 00014049), who was re-appointed as Executive Director of the Company for a term of three (3) years with effect from August 1, 2025 and whose office was not liable to retire by rotation are hereby amended and he shall be with effect from July 22, 2025 be liable to retire by rotation and all other terms and conditions of his appointment will however remain same to the extent approved by the members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution."

**8. To consider and approve amendment to the terms of appointment of Sh. Brij Rattan Bagri (DIN: 00007441) Chairman and Managing Director of the Company and increase in the remuneration limit of Sh. Brij Rattan Bagri (DIN: 00007441) Chairman and Managing Director of the Company**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification to the special resolution (item no. 6) passed by the members of Company in the 43<sup>rd</sup> Annual General Meeting held on September 26, 2024 and in terms of provisions contained in Sections 152, 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, including any statutory modifications or re-enactment thereof, and based on the recommendations of the Nomination & Remuneration Committee, in terms of Nomination and Remuneration policy and Board of Directors of the Company and Articles of Association of the Company, the terms of appointment of Sh. Brij Rattan Bagri (DIN: 00007441), who was designated and appointed as Chairman and Managing Director of the Company for a term of three (3) years with effect from September 26, 2024 and whose office was not liable to retire by rotation are hereby amended and he shall be with effect from July 22, 2025, be liable to retire by rotation and the consent of the members of the Company be and is hereby also accorded for an increase in the payment of remuneration of Sh. Brij Rattan Bagri (DIN: 00007441), Chairman and Managing Director of the Company, upto Rs. 2.00 Crores per annum w.e.f. September 1, 2025 upto his remaining tenure of his present term of appointment, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of aggregate annual remuneration paid / payable to the Executive Directors of the Company who are promoter or members of promoter group upto Rs. 5.00 Crores or 2.5% per cent of the net profits of the Company calculated as per Section 198, whichever is higher and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pay the remuneration to Sh. Brij Rattan Bagri within the overall limit of Rs. 2.00 Crores per annum (gross) upto remaining period of his present term of appointment and in the event of loss or inadequacy of profits in any year during his tenure the aforesaid remuneration and

perquisites shall be minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other terms and conditions for appointment of Sh. Brij Rattan Bagri as Chairman and Managing Director as approved by the members at the 43<sup>rd</sup> AGM held on September 26, 2024 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors of  
BLB Limited**

**Sd/-  
Nishant Garud  
Company Secretary  
M. No. A35026**

**Date : July 22, 2025  
Place : New Delhi**

**Registered Office:**  
H. No. 4760-61/23. 3<sup>rd</sup> Floor,  
Ansari Road, Daryaganj,  
New Delhi- 110002  
CIN: L67120DL1981PLC354823  
Website: [www.blblimited.com](http://www.blblimited.com)  
E-mail: [infobl@blblimited.com](mailto:infobl@blblimited.com)  
Tel.: 011- 49325600

**IMPORTANT NOTES:**

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder, setting out the material facts and reasons in respect of item nos. 3 to 8 of this Notice of AGM ('Notice'), is annexed herewith.

The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein.

In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the 44<sup>th</sup> AGM of the Company is being convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

3. Details of Directors retiring by rotation/ seeking re-appointment at this Meeting pursuant to Regulation 36 SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 issued by the ICSI are provided in the "Annexure" to the Notice.

**Dispatch of Annual Report through electronic mode:**

4. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.blblimited.com](http://www.blblimited.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

Also, pursuant to Regulation 36(1)(b), a letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.

5. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.



- b) The process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is in this Notice.

**Procedure for joining the AGM through VC / OAVM:**

6. The Company has appointed National Securities Depositories Limited (“NSDL”) for providing facility for voting through remote e-Voting, for participation in the 44<sup>th</sup> AGM through VC/ OAVM Facility and e-Voting during the AGM.
7. Members may join the 44<sup>th</sup> AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility after 30 minutes of the commencement of the AGM.
8. Members may note that the VC/ OAVM Facility, provided by NSDL, allows participation of 1,000 and more Members on a first-come-first-served basis.

The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

9. Attendance of the Members participating in the 44<sup>th</sup> AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 44<sup>th</sup> AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

**10. Instructions for Members for remote e-voting and joining general meeting are as under:-**

The remote e-voting period begins on **Friday, August 15, 2025 at 09:00 a.m. (IST)** and ends on **Sunday, August 17, 2025 at 05:00 p.m. (IST)**.

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 11, 2025, may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 11, 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for I D e A S P o r t a l" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b><u>NSDL Mobile App is available on</u></b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store   Google play  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-0911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

<b><u>How to Log-in to NSDL e-Voting website?</u></b>	
<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'shareholder/ Member' section.</li> <li>A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.</li> </ol> <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically</i></p>	
4. Your User ID details are given below	
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
<ol style="list-style-type: none"> <li>If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> </ol>	

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password' you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'ser ID' and your 'initial password'
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [meenu.sharma@meenus.associates](mailto:meenu.sharma@meenus.associates) or [csmeenusharmaa@gmail.com](mailto:csmeenusharmaa@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre - Senior Manager, NSDL at designated e-mail Id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [csblb@blblimited.com](mailto:csblb@blblimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [csblb@blblimited.com](mailto:csblb@blblimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

**The instructions for members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, e-mail id, mobile number at [csblb@blblimited.com](mailto:csblb@blblimited.com) at least 7 days before the meeting. The same will be replied by the Company suitably.

**11. Other information for Members:**

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of August 11, 2025.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 44<sup>th</sup> AGM by e-mail and holds shares as on the cut-off date i.e. August 11, 2025, may obtain the User ID and password by sending a request to the Company's e-

mail address [csblb@blblimited.com](mailto:csblb@blblimited.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- d. Ms. Meenu Sharma, Practicing Company Secretary, (Membership No. FCS 10882) Proprietor M/s. Meenu S & Associates, Company Secretaries in Practice have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- e. During the 44<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 44<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 44<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 44<sup>th</sup> AGM.
- f. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days from the conclusion of the 44<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
- g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.blblimited.com](http://www.blblimited.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

**12.** Pursuant to the MCA Circulars and SEBI Circular the Notice of the 44<sup>th</sup> AGM and the Annual Report for the year 2025 including therein the Audited Financial Statements for year 2025, are being sent only by e-mail to the Members of the Company as on Friday, July 18, 2025. Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 44<sup>th</sup> AGM and the Annual Report for the year 2025 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [csblb@blblimited.com](mailto:csblb@blblimited.com).
- b. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/(s).



13. The Notice of the 44<sup>th</sup> AGM and the Annual Report for the year 2025 including therein the Audited Financial Statements for the year 2024-25, will be available on the website of the Company at [www.blblimited.com](http://www.blblimited.com) and the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Any member/s requiring the hard copy of Annual Report may write to us at [csblb@blblimited.com](mailto:csblb@blblimited.com) or send a duly signed request in original at the registered office of the Company.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [csblb@blblimited.com](mailto:csblb@blblimited.com).
15. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. No unpaid dividend was required to be transferred to IEPF Authority in the FY 2024-25.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

**Norms for furnishing of PAN, KYC, Bank details and Nomination:**

18. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from April 1, 2024. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.
19. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.

- 20.** SEBI has introduced a Common Online Dispute Resolution Portal ("ODR Portal"), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIs), by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

Pursuant to SEBI circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "SMART ODR" can be accessed through the URL: <https://smartodr.in/login>

- 21.** Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company.

Further, SEBI has mandated to submit the Form ISR-3 or SH-14 as the case may be, if a member desires to opt out or cancel the earlier nomination and record a fresh nomination.

- 22.** All aforesaid documents/ requests should be submitted to M/s. Abhipra Capital Limited, at the address mentioned below:

M/s. Abhipra Capital Limited  
Abhipra Complex, A-387,  
Dilkhush Industrial Area,  
G T Karnal Road, Azadpur  
Delhi- 110033  
E-mail: [rta@abhipra.com](mailto:rta@abhipra.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of the Association of the Company, the Board of Directors of the Company at its Meeting held on May 20, 2025, on the recommendation of the Nomination and Remuneration Committee ("the NRC"), appointed Sh. Deepak Shrivastava (DIN:07231480) as an Additional (Non-Executive) Director of the Company with effect from May 20, 2025, to hold office up to the date of the next Annual General Meeting of the Company, and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director, liable to retire by rotation.

As required under Section 160 of the Act, the Company has received a notice from a member proposing the candidature of Sh. Deepak Shrivastava for appointment as a Non-Executive Director of the Company.

Sh. Deepak Shrivastava is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Further, Sh. Deepak Shrivastava is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India or any such authority.

Brief profile and other requisite information of Sh. Deepak Shrivastava as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to this Notice.

Keeping in view his knowledge and expertise, it will be in the interest of the Company to appoint Sh. Deepak Shrivastava as a Non-Executive Director of the Company. After due consideration, the NRC and the Board of the Company, have recommended the appointment of Sh. Deepak Shrivastava as a Non-Executive Director of the Company.

The Board, accordingly, recommends passing of the ordinary resolution as set out at Item No. 3 of the Notice, for approval of the Members of the Company.

Except Sh. Deepak Shrivastava and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 4**

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, recommended the appointment of Sh. Dinesh Rajvanshi (DIN: 11195148) as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 and SEBI LODR regulation for a term of 5 consecutive years to hold office from August 18, 2025 up till August 17, 2030 for approval of members in the forthcoming AGM.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Sh. Dinesh Rajvanshi as a candidate for the office of Director of the Company.

Sh. Dinesh Rajvanshi, aged 62 years is a Chartered Accountant. He has a rich experience of around 35 years in Accounts & Finance, Audits and Taxation etc.

The Board has received requisite disclosures/ declarations from Sh. Dinesh Rajvanshi. viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations (vi) details of other directorships in terms of Regulation 17A of Listing Regulation and assessed the veracity of the same; and all other necessary information/ documents/ declarations.

Sh. Dinesh Rajvanshi does not hold by himself or for any other person on a beneficial basis, shares in the Company. Sh. Dinesh Rajvanshi is not related to any Director or Key Managerial Personnel of the Company.

Sh. Dinesh Rajvanshi had registered his name in Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA).

As per regulation 25(8) of LODR, Sh. Dinesh Rajvanshi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

The Board of Directors of the Company are of the opinion that Sh. Dinesh Rajvanshi is a person of integrity and possesses relevant experience and expertise and is eligible for the position of Non- executive Independent Director of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company.

Electronic copy of the draft letter of appointment of Sh. Dinesh Rajvanshi setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company [www.blblimited.com](http://www.blblimited.com).

The Board of Directors of your Company considers and is of opinion that his association would be of immense benefit to the Company and accordingly the Board recommends the resolution set forth in Item No. 4 for the approval of Members by way of special resolution.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Except Sh. Dinesh Rajvanshi and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 5**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex Secretarial Audit Report issued by a Practicing Company Secretary to their Board's report prepared under Section 134(3) of the Act

SEBI vide its notification dated December 12, 2024, amended the SEBI (LODR) Regulations. As per the amended Listing Regulations, on the basis of recommendation of the Board of Directors, a listed entity shall

appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years or an individual as Secretarial Auditor for not more than one term of five consecutive years, subject to approval of the shareholders in the AGM. Further, such a Secretarial Auditor must be a peer-reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors, on recommendations of the Audit Committee, at its meeting held on July 22, 2025 has approved and recommended the appointment of M/s. Meenu S. & Associates, as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from April 01, 2025 till March 31, 2030.

M/s. Meenu S. & Associates, have confirmed their compliance with the ICSI's peer review process, holding valid Peer Review Certificate No. 2613/2022 issued by the ICSI. M/s. Meenu S. & Associates, have consented to act as the Secretarial Auditors of the Company and confirmed that such appointment would comply with ICSI's prescribed limits. They have also affirmed their eligibility for this role, confirming no disqualifications or conflict of interest exists under the Listing Regulations. M/s. Meenu S. & Associates, have submitted the requisite declaration stating that they have not provided any prohibited non-secretarial services to the Company.

The proposed remuneration to be paid to M/s. Meenu S. & Associates, is Rs. 1,50,000.- (Rupees One Lac Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, in connection with the secretarial audit for the financial year 2025-26. Besides the secretarial audit services, the Company may also obtain certifications from M/s. Meenu S. & Associates, under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The other terms and conditions for the entire term including remuneration for remaining tenure of the Secretarial Auditors will be decided by the Board of Directors on the recommendation of the Audit Committee of the Company.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. Further, the recommendation of appointment is based on the fulfilment of the eligibility criteria & qualification prescribed under the Listing Regulations, experience of the firm, size of the firm, capability, independent assessment and based on the evaluation of the quality of secretarial audit work done by them.

Further information in respect of M/s. Meenu S. & Associates, is encapsulated in the table below:

S.No. Particulars	Details
1. Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	12 years of experience in carrying out Secretarial Audit and providing other services (compliance, filings etc.) of companies or other body corporates.
2. Details of orders passed against the proposed Secretarial Auditor by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years	Nil

- |  |  |
|--|--|
| 3. Whether proposed Secretarial Auditor has rendered any services as prohibited under SEBI Circular dated 31st December, 2024 directly or indirectly to the Company or its holding company or subsidiary or any Associate?<br>If yes, then provide details and actions, if any taken against the Firm, and | Nil  |
| 4. Proposed fees payable to the Firm   | The proposed remuneration to be paid to M/s. Meenu S. & Associates is Rs. 1,50,000/- plus applicable taxes and out of pocket expenses.   |
| 5. Total Fees paid to previous/ outgoing auditor   | Rs. 1,50,000 /- plus applicable taxes  |
| 6. Rationale for material change in the audit fees proposed to be paid the proposed secretarial auditor as compared to the previous / outgoing auditor   | The remuneration paid to previous Secretarial auditor is Rs. 1,50,000/- There is no material change in the remuneration proposed to be paid to the proposed Secretarial Auditors |
| 7. Disclosure of % of non-audit fees, paid/ payable to the proposed Secretarial Auditor or/ and its associate concerns, over audit fees paid/ payable to the said auditor  | Not applicable   |
| 8. Total remuneration/ fees, etc. received by the proposed Secretarial Auditor from the Company or group companies (holding, subsidiary, associate, joint ventures) in the last financial year along with details  | Nil  |
| 9. Past association (name and number of years to be disclosed) of the proposed Secretarial Auditor with:   |  |
| (i) Promoter / Promoter Group during the last 3 years  | Nil  |
| (ii) Group companies (holding, subsidiary, associate, joint ventures) of the listed entity during the last 3 years.  |  |
| 10. Rationale of the Board of Directors for recommending the individual/ Firm with past orders, if applicable, against them for appointment as Secretarial Auditor   | Nil  |

The Board, accordingly, recommends passing of the Ordinary Resolution set out at item no. 5 of the Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 6**

In order to be compliant with the provisions of the Companies Act, 2013 and SEBI (Listing and Obligation Regulations including amendments, if any, certain articles of Articles of Association relating the appointment of Directors liable to retire by rotation, needs to be amended.



The following amendment is proposed in the Articles of Association:-

Article No.	Existing Article & proposed amendment	Proposed Article after amendment
<b>78(b)</b>	The managing Director or the Managing Directors, or whole-time Director or whole-time Directors, while he or they continue to hold that office shall, subject to the provisions of the Act, <del>not</del> be Directors, whose period of office is liable to determination by retirement by rotation but he or they shall ipso- facto cease to be Managing Director or Managing Directors or whole-time Director or whole-time Directors if he or they cease to hold office of a Director for any cause. For the purpose of this Article a Managing or whole- time Director shall not be understood to have ceased to hold office of Managing or whole-time Director if, being required to retire as a Director he retires and is re-appointed	The managing Director or the Managing Directors, or whole-time Director or whole-time Directors, while he or they continue to hold that office shall, subject to the provisions of the Act, be Directors, whose period of office is liable to determination by retirement by rotation but he or they shall ipso- facto cease to be Managing Director or Managing Directors or whole-time Director or whole-time Directors if he or they cease to hold office of a Director for any cause. For the purpose of this Article a Managing or whole- time Director shall not be understood to have ceased to hold office of Managing or whole-time Director if, being required to retire as a Director he retires and is re-appointed.
<b>81</b>	Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.  The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election. <del>The whole time Directors shall not be liable to retire by rotation.</del>	Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.  The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for amendment in the Articles of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company together with proposed alterations would be available for inspection by the members at the registered office of the Company.

The Board recommends the amendment of Article 78(b) and deletion of last para of Article 81 of the Articles of Association of the Company, as reproduced in the resolution accompanying this notice to the members for its approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO.7**

Sh. Anshul Mehra was re-appointed as Executive Director of the Company for a term of three (3) years with effect from August 01, 2025 whose office was not liable to retire by rotation pursuant to the resolution passed by the members of the Company in the 43<sup>rd</sup> Annual General Meeting of the Company held on September 26, 2024.

In order to be compliant with the provisions of the Companies Act, 2013 and SEBI (Listing and Obligation Regulations including amendments, if any, it is now proposed that office of Sh. Anshul Mehra shall be liable to retire by rotation with effect from July 22, 2025 and all other terms and conditions of his appointment shall remain unchanged to the extent approved by the shareholders of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board recommends the passing of the Special Resolution set out at item no. 7 of the Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO.8**

Sh. Brij Rattan Bagri (DIN: 00007441) is holding office as Managing Director of the Company in terms of appointment approved by the members at the 43<sup>rd</sup> Annual General Meeting (AGM) held on September 26, 2024 for a term of three (3) years from September 26, 2024 to September 25, 2027 at a remuneration upto Rs. 90 lacs per annum whose office was not liable to retire by rotation.

In order to be compliant with the provisions of the Companies Act, 2013 and SEBI (Listing and Obligation Regulations including amendments, if any, it is now proposed that office of Sh. Brij Rattan Bagri shall be liable to retire by rotation with effect from July 22, 2025.

Further, Sh. Brij Rattan Bagri had been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time and your Company under the leadership of Sh. Brij Rattan Bagri had achieved significant growth.

Considering the contribution of Sh. Brij Rattan Bagri toward Company's growth and development, the Board of Directors recommends to increase his remuneration within an overall limit of Rs. 2.00 Crores per annum with effect from September 1, 2025 upto remaining tenure of his present term of appointment, which is in line with the recommendation of Nomination and Remuneration (NRC) Committee and NRC policy of the Company.

The Board is of the view that the proposed remuneration is commensurate with the responsibilities and performance of Sh. Brij Rattan Bagri and is in line with industry standards for similarly placed Directors.

As per the Section 197 read with other applicable provisions of the Companies Act, 2013 and Rules made thereto, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such Director, the remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

However, as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in case of listed company, the annual remuneration payable to Executive Directors who are promoters or members of the promoter group shall not exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity or where there is more than one such Director, the aggregate annual remuneration to such Directors shall not exceeds 5 per cent of the net profits of the listed Company unless it is approved by the shareholders of the Company through special resolution.

Therefore, the consent of the members is being sought to approve the increase in remuneration payable to him for his remaining tenure as Managing Director of the Company within the limit as mentioned in the Regulation 17(6)(e) of listing regulation, provided that the payment of aggregate annual remuneration paid/ payable to the Executive Directors who are promoter or members of promoter group shall not exceed Rs. 5.00 Crores or 2.5 per cent of the net profits of the Company calculated as per Section 198 whichever is higher and other applicable provisions of the Companies Act, 2013.

Schedule V of the Act provides the monetary limits applicable to a Company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/ slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

On the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on July 22, 2025, as per provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Regulation 17(6)(e) and other applicable Regulation of the Listing Regulations, the Board had considered and recommended to the members for approval, for payment of remuneration upto Rs. 2.00 Crores per annum in the event of inadequacy of profits or no profits in the Company. The said payment of remuneration are further subject to the approval of the shareholders of the Company in terms of Sections 196, 197, 203 read with Schedule V of the Act, 2013 and read with Regulation 17 (6) of the Listing Regulations, 2015.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

The Explanatory Statement together with the accompanying resolution may also be regarded as an abstract and memorandum of interest for the terms of remuneration of Sh. Brij Rattan Bagri, as a Managing Director of the Company under Section 190 of the Companies Act, 2013.

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:-

## I. GENERAL INFORMATION

(1)	Nature of Industry	Stock Broking and allied Services	
(2)	Date of commencement of Commercial Operation	04.12.1981	
(3)	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus	Not Applicable	
(4) Financial Performance			
		(Rs. In lacs)	
S. No.	Particulars	FY 2024-25	FY 2023-24
1.	Total Income	53,923.37	31,457.65
2.	Total Expenditure	53,391.54	31,108.10
3.	Profit/ (Loss) before Tax	532.33	349.55
4.	Profit/ (Loss) after Tax	386.06	261.11
5.	Total Other Comprehensive Income	(280.66)	0.20
6.	Total Comprehensive Income for the year	105.40	261.31
(5)	Foreign investments or collaborators, If any	None	

## II. INFORMATION ABOUT THE APPOINTEE:

### (1) Background Details:

Sh. Brij Rattan Bagri, aged 74 years, is the promoter and Chairman of the Company and has a total work experience of around 50 years.

### (2) Past remuneration:

Name	Designation	Salary (Rs.)	Perquisites (Rs.)	Incentives (Rs.)	Total (Rs.)
Sh. Brij Rattan Bagri	Chairman & Managing Director	30.83	-	-	30.83

### (3) Job profile and his suitability, recognition or awards:

Sh. Brij Rattan Bagri is the Promoter and Chairman of the Company. He had over 50 years of rich and varied experience in the field of Capital and securities market. He plays a vital role in the management and administration of the affairs of the Company.

### (4) Remuneration Proposed:

As set out in the special resolution at the item no. 8 of the Notice dated July 22, 2025 for convening the 44<sup>th</sup> Annual General Meeting of the Company.

The proposed remuneration payable to Sh. Brij Rattan Bagri has been approved by the Nomination and Remuneration Committee and Board of Directors in their meetings held on July 22, 2025.

### (4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Sh. Brij Rattan Bagri and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

### (5) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel or other directors, if any:

Besides, the remuneration proposed, Sh. Brij Rattan Bagri does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

## III. OTHER INFORMATION:

### (1) Reasons of loss or inadequate profit:

There are no losses during the financial year 2024-25 and the Company does not envisage any loss or inadequate profits during the tenure of Sh. Brij Rattan Bagri.

### (2) Steps taken or proposed to be taken for improvement:

The Company is optimistic to perform better in forthcoming Financial Years. The Company has taken appropriate steps to maintain and improve the profitability in future. The management makes continuous endeavors and efforts to bring an increase in the profitability of the Company.

**(3) Expected increase in productivity and profit in measurable terms:**

The Company shall take all the reasonable steps and measures to maintain and improve the profitability, however, the same cannot be predicted.

**IV. DISCLOSURE:**

All the relevant information pertaining to the Executive Directors and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" is attached to the Annual Report.

Except for Sh. Brij Rattan Bagri and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 8 of this Notice.

**By order of the Board of Directors of  
BLB Limited**

**Sd/-  
Nishant Garud  
Company Secretary  
M. No. A35026**

**Date : July 22, 2025  
Place : New Delhi**

**ANNEXURE**

**Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of Companies Act, 2013, in respect of the Directors seeking appointment/re-appointment:**

<b>Name of Director</b>	Sh. Anshul Mehra	Sh. Deepak Shrivastava	Sh. Dinesh Rajvanshi	Sh. Brij Rattan Bagri
<b>Director Identification Number</b>	00014049	07231480	11195148	00007441
<b>Date of Birth</b>	16/09/1965	18/11/1972	05/03/1963	12/12/1950
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of first Appointment on board</b>	01/08/2019	20/05/2025 (Additional Director)	N.A.	04/12/1981
<b>Qualifications</b>	B.Com, CA	B.A.	C.A.	B.Sc., MBA
<b>Brief Profile</b>	<p>Sh. Anshul Mehra is a B. Com Graduate and member of The Institute of Chartered Accountants of India.</p> <p>He has a rich experience of around 35 years in Commodity and Capital Market, Accounts &amp; Finance and Taxation etc.</p>	<p>Sh. Deepak Shrivastava, aged 52 years, is a Bachelor of Arts (B.A.) (Hindi Hons.) from Rajdhani College, Delhi University.</p> <p>He has over 30 years of rich experience in different segments of Capital Market, Accounting, Banking</p>	<p>Sh. Dinesh Rajvanshi is a member of The Institute of Chartered Accountants of India.</p> <p>He has a rich experience of around 35 years in Accounts &amp; Finance, Audits and Taxation etc.</p>	<p>Sh. Brij Rattan Bagri is a B.Sc. Graduate and MBA and is an entrepreneur by profession. He is the Chairman &amp; Managing Director of the Company.</p> <p>He had over 50 years of rich and varied experience in the field of Financial and Securities Market. He has expertise in the matters relating to various facets of business such as conceiving business ideas, planning, management, administration etc.</p>
<b>Nature of expertise in specific functional areas</b>	Commodity and Capital Market and advises on Corporate, Legal, Financial affairs, business development, strategic planning, etc. of the Company	Capital Market, day to day management, Corporate functions, Accounts and Banking.	Accounts & Finance, Audits and Taxation etc.	Commodity and Capital Market, management and administration etc.,



<b>Directorship and Trusteeship in other Companies</b>	Nil	Bagri MBRB Securities Pvt. Ltd.	Techhq Innovations Pvt. Ltd.	1. BRSB Securities Private Limited 2. Malati Brij Rattan Bagri Trust (Trustee)
<b>Members/ Chairman of Committees of other Companies</b>	Nil	Nil	Nil	Nil
<b>No. of shares held in the Company</b>	Nil	Nil	Nil	2,16,73,443
<b>No. of shares held on a beneficial basis for any other persons in the Company</b>	Nil	Nil	Nil	Nil
<b>Terms &amp; conditions of appointment/ re-appointment</b>	As mentioned in the Corporate Governance Report	Liable to retire by rotation	As per draft appointment letter available on the website of company	As mentioned in the Corporate Governance Report
<b>Number of board meetings attended during FY 2024-25</b>	7	N.A.	N.A.	7
<b>Remuneration last drawn during FY 2024-25</b>	Rs. 23.53 lacs	N.A.	N.A.	Rs. 30.83 lacs
<b>Relationship between directors inter-se and other KMPs</b>	None	None	None	None
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None	None	None
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ Justification of appointment of ID</b>	-	-	Keeping in view about 35 years of expertise in accounting, finance, audit and taxation, the Board, on recommendation of Nomination and Remuneration Committee, had recommended his appointment as an Independent Director of the Company for members' approval	-

<b>Remuneration sought to be paid</b>	Upto Rs. 50.00 lacs per annum	Nil	Nil	Upto Rs. 2.00 Crores per annum
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**By order of the Board of Directors of  
BLB Limited**

**Sd/-  
Nishant Garud  
Company Secretary  
M. No. A35026**

**Date: July 22, 2025  
Place: New Delhi**